

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X
**COVER SHEET TO THIRTY-FOURTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
FEBRUARY 1, 2020 THROUGH FEBRUARY 29, 2020**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	February 1, 2020 through February 29, 2020
Amount of compensation sought as actual, reasonable and necessary:	\$3,666.60
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$3,666.60

This is a: X monthly ___ interim ___ final application

This is O&B's thirty-fourth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for February 2020.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On April 7th, 2020 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
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mbienenstock@proskauer.com
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Proskauer Rose LLP
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Counsel for AAFAF:

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Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantoni Muñoz LLC
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San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico
monsita.lecaroz@usdoj.gov

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
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Attn: Luc. A. Despins, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
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San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaneses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

Bennazar, García & Millian, C.S.P.
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Attn: Robert Gordon, Esq., rgordong@jenner.com
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PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Secretary of the Treasury,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period February 1 through February 29, 2020</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Herman D. Bauer	Member	Litigation	\$ 305.00	2.00	\$ 610.00
Jose R. Cacho	Member	Corporate	\$ 340.00	1.80	\$ 612.00
Emiliano Trigo Fritz	Jr. Member	Corporate	\$ 210.00	0.20	\$ 42.00
Gabriel Miranda Rivera	Associate	Litigation	\$ 185.00	2.30	\$ 425.50
Daniel J. Perez Refojos	Associate	Litigation	\$ 190.00	5.20	\$ 988.00
Astrid E. Velez	Associate	Corporate	\$ 175.00	7.50	\$ 1,312.50
Milagros Marcano Baez	Paralegal	Litigation	\$ 140.00	0.60	\$ 84.00
	Totals			19.60	\$ 4,074.00
	Less: 10% Courtesy discount				\$ (407.40)
SUMMARY OF LEGAL FEES					\$ 3,666.60
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period February 1 through February 29, 2020</u>					
Description - Expenses			Amounts		
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period February 1 through February 29, 2020</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	1.20	408.00
202	Legal Research	8.10	1,516.50
206	Documents Filed on Behalf of the Board	7.10	\$ 1,339.50
208	Stay Matters	0.70	\$ 213.50
209	Adversary Proceeding	1.70	\$ 470.50
211	Non- Working Travel Time	0.20	\$ 42.00
219	Doccketing	0.60	\$ 84.00
			\$ 4,074.00
	Less: 10% Courtesy Discount		\$ (407.40)
	TOTALS	19.60	\$ 3,666.60

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$3,299.94, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$3,299.94.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

March 23, 2020

FOMB IN RE HTA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

March 23, 2020
Bill #: 371194
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
February 29, 2020:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 2,681.00
Less Discount	<u>\$ -268.10</u>
Net Professional Services	\$ 2,412.90
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 2,412.90

IN ACCOUNT WITH

800 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
2/03/20	HDB	208	Revise draft Opposition to Motion for Relief from Stay filed by the Monolines regarding HTA clawback funds.	.70	305.00	213.50
2/03/20	DJP	206	Analyze the Opposition of Financial Oversight and Management Board for Puerto Rico to Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp. Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guarantee Insurance Company for Relief from Automatic Stay or, in the alternative, Adequate Protection [ECF No. 673], in anticipation of its filing.	.90	190.00	171.00
2/03/20	DJP	206	File the Opposition of Financial Oversight and Management Board for Puerto Rico to Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp. Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guarantee Insurance Company for Relief from Automatic Stay or, in the alternative, Adequate Protection [ECF No. 673], through the court's electronic filing system.	.20	190.00	38.00
2/03/20	AEV	202	Continued legal research on contract consideration (1.40); Reviewed memorandum regarding contract consideration (.70).	2.10	175.00	367.50
2/06/20	ETF	211	Respond to A. Figueroa questions regarding certifications of HTA budget.	.20	210.00	42.00
2/12/20	MMB	219	Docket court notice received by email dated February 12, 2020, regarding order dkt. 687 setting briefing schedule - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

Bill #: 371194

March 23, 2020

2/17/20	MMB	219	Docket court notice received by email dated February 14, 2020, regarding order dkt. 692 adjourning motions for relief from stay and extending deadlines for replies - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
2/18/20	GMR	206	File the Motion to Inform Extension of the Government Parties' Deadline to Object to the DRA Parties' Motion and Memorandum of Law in Support of Their (i) Notice that the DRA is a Party in Interest and Can Participate in the Monolines Amended Lift Stay Litigation and Request to Modify the Amended Revenue Bond Scheduling Order or, (ii) in the Alternative, Motion to Permit the DRA Parties to Intervene in the Monolines Lift Stay Motion in the HTA Case.	.20	185.00	37.00
2/18/20	MMB	219	Docket court notice received by email dated February 18, 2020, regarding order dkt. 694 setting deadline to file all final briefing in connection with motions to compel - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
2/19/20	GMR	206	File the Stipulation Regarding (I) the DRA Parties' Motion and Memorandum of Law in Support of Their Motion for Relief from the Automatic Stay, or in the Alternative, Ordering Payment of Adequate Protection [ECF No. 7643]; and (II) the DRA Parties' Motion and Memorandum of Law in Support of Their Notice that the DRA is a Party in Interest and Can Participate in the Monolines Amended Lift Stay Litigation [ECF No. 10835], in Case No. 17-3567 at Docket No. 698.	.20	185.00	37.00
2/20/20	JRC	201	Compare Ambac filing against Metropistas and HTA (.60). Analyze recent case law on issues of "action Paulian" (.30). Email exchange with Proskauer and OB team member regarding Metropistas litigation (.30).	1.20	340.00	408.00
2/21/20	MMB	219	Docket court notice received by email dated February 19, 2020, regarding order dkt. 697 setting location of April 2, 2020 hearing on motions for relief from stay - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
2/21/20	MMB	219	Docket court notice received by email dated February 20, 2020, regarding order dkt. 700 setting deadline to reply to opposition, oral argument if necessary - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

Bill #: 371194

March 23, 2020

2/25/20	GMR	206	File the Reply to Ambac Assurance Corporation, Assured Guaranty Corp., Assured Guaranty Municipal Corp, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company's Limited Objection to the Joint Stipulation Regarding (I) the DRA Parties' Motion and Memorandum of Law in Support of their Motion for Relief from the Automatic Stay, or in the Alternative, Ordering Payment of Adequate Protection [ECF No. 7643]; and (II) the DRA Parties' Motion and Memorandum of Law in Support of their Notice that the DRA is a Party in Interest and can Participate in the Monolines Amended Lift Stay Litigation [ECF No. 10835] in Case No. 17-3567 at Docket No. 707.	.20	185.00	37.00
2/25/20	GMR	206	Draft email to the Chambers of the Hon. Laura T. Swain enclosing courtesy copy of the Reply to Ambac Assurance Corporation, Assured Guaranty Corp., Assured Guaranty Municipal Corp, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company's Limited Objection to the Joint Stipulation Regarding (I) the DRA Parties' Motion and Memorandum of Law in Support of their Motion for Relief from the Automatic Stay, or in the Alternative, Ordering Payment of Adequate Protection [ECF No. 7643]; and (II) the DRA Parties' Motion and Memorandum of Law in Support of their Notice that the DRA is a Party in Interest and can Participate in the Monolines Amended Lift Stay Litigation [ECF No. 10835], as filed in Case No. 17-3567 at Docket No. 707.	.20	185.00	37.00
2/25/20	GMR	206	Draft email to PrimeClerk requesting service of the Reply to Ambac Assurance Corporation, Assured Guaranty Corp., Assured Guaranty Municipal Corp, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company's Limited Objection to the Joint Stipulation Regarding (I) the DRA Parties' Motion and Memorandum of Law in Support of their Motion for Relief from the Automatic Stay, or in the Alternative, Ordering Payment of Adequate Protection [ECF No. 7643]; and (II) the DRA Parties' Motion and Memorandum of Law in Support of their Notice that the DRA is a Party in Interest and can Participate in the Monolines Amended Lift Stay Litigation [ECF No. 10835], as filed in Case No. 17-3567 at Docket No. 707.	.20	185.00	37.00

Bill #: 371194

March 23, 2020

2/26/20	GMR	206	File the Reply of Financial Oversight and Management Board to Cobra Acquisition LLC's Omnibus Objection to Fee Applications Filed by Professionals and Request to Increase Holdback Amount in the PREPA docket.	.20	185.00	37.00
2/27/20	AEV	202	Reviewed memorandum regarding contract consideration and H.B in view of comments from.	.30	175.00	52.50
2/28/20	JRC	202	Review draft of memorandum addressing concept of "Consideration" under Civil law (as opposed to "Consideration") and comments forwarded to A.E Velez and H.D Bauer.	.60	340.00	204.00
2/28/20	AEV	202	Legal research of treatise written Spanish to incorporate analysis regarding contract consideration in Puerto Rico to memorandum.	2.30	175.00	402.50
2/28/20	AEV	202	Legal research regarding civil law figure "causa" in contracts for memorandum regarding contract consideration in Puerto Rico.	1.10	175.00	192.50
2/28/20	AEV	202	Legal research on common law figure "consideration" in contracts for memorandum regarding contract consideration in Puerto Rico.	1.20	175.00	210.00
2/28/20	AEV	202	Edited memorandum regarding the contract consideration in Puerto Rico in view of comments from J.R. Cacho recommendations.	.30	175.00	52.50
2/28/20	AEV	202	Legal research regarding federal cases discussions contract consideration and "causa" for contract consideration in Puerto Rico memorandum.	.20	175.00	35.00

TOTAL PROFESSIONAL SERVICES	\$ 2,681.00
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Less Discount	<u>\$ -268.10</u>
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NET PROFESSIONAL SERVICES:	\$ 2,412.90
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SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
JOSE R. CACHO	1.80	340.00	612.00
HERMANN BAUER	.70	305.00	213.50
EMILIANO TRIGO FRITZ	.20	210.00	42.00
DANIEL J. PEREZ REFOJOS	1.10	190.00	209.00

Bill #: 371194

March 23, 2020

GABRIEL MIRANDA RIVERA	1.20	185.00	222.00
ASTRID E. VELEZ	7.50	175.00	1,312.50
MILAGROS MARCANO BAEZ	.50	140.00	70.00
Total	13.00		\$ 2,681.00

TOTAL THIS INVOICE

\$ 2,412.90

O'NEILL & BORGES LLC

March 23, 2020

FOMB IN RE HTA TITLE III

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

March 23, 2020
Bill #: 370875
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending February 29, 2020:

Client.Matter: P1703 - 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Total Professional Services	\$ 132.00
Less Discount	<u>\$ -13.20</u>
Net Professional Services	\$ 118.80
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 118.80

O'NEILL & BORGES LLC

800 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1703 . 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
2/11/20	HDB	209	Revise draft status report.	.20	305.00	61.00
2/11/20	DJP	206	Analyze current draft of the Joint status Report to be filed in compliance with court order.	.30	190.00	57.00
2/18/20	MMB	219	Docket court notice received by email dated February 18, 2020, regarding order dkt. 298 in connection with joint status report - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

TOTAL PROFESSIONAL SERVICES \$ 132.00

Less Discount \$ -13.20

NET PROFESSIONAL SERVICES: \$ 118.80

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.20	305.00	61.00
DANIEL J. PEREZ REFOJOS	.30	190.00	57.00
MILAGROS MARCANO BAEZ	.10	140.00	14.00
Total	.60		\$ 132.00

TOTAL THIS INVOICE \$ 118.80

O'NEILL & BORGES LLC

March 23, 2020

FOMB IN RE HTA TITLE III

RE: 20-00007-LTS FOMB/HTA V OFF. COMMITTEE-CGB-HDB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

March 23, 2020
Bill #: 371196
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending February 29, 2020:

Client.Matter: P1703 - 806

RE: 20-00007-LTS FOMB/HTA V OFF. COMMITTEE-CGB-HDB

Total Professional Services	\$ 1,261.00
Less Discount	<u>\$ -126.10</u>
Net Professional Services	\$ 1,134.90
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 1,134.90

O'NEILL & BORGES LLC

800 ZONE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1703 . 806

RE: 20-00007-LTS FOMB/HTA V OFF. COMMITTEE-CGB-HDB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
2/03/20	DJP	206	Analyze the returned executed summons. Upon Assured Guaranty Corp., in anticipation of its filing.	.20	190.00	38.00
2/03/20	DJP	206	File the returned executed summons upon Assured Guaranty Corp., through the court's electronic filing system.	.20	190.00	38.00
2/03/20	DJP	206	Analyze the returned executed summons upon Assured Guaranty Municipal Corp., in anticipation of its filing.	.20	190.00	38.00
2/03/20	DJP	206	File the returned executed summons upon Assured Guaranty Municipal Corp., through the court's electronic filing system.	.20	190.00	38.00
2/03/20	DJP	206	Analyze the returned executed summons upon Financial Guaranty Insurance Company, in anticipation of its filing.	.20	190.00	38.00
2/03/20	DJP	206	File the returned executed summons upon Financial Guaranty Insurance Company, through the court's electronic filing system.	.20	190.00	38.00
2/03/20	DJP	206	Analyze the returned executed summons upon Peaje Investments LLC, in anticipation of its filing.	.20	190.00	38.00
2/03/20	DJP	206	File the returned executed summons upon Peaje Investments LLC, through the court's electronic filing system.	.20	190.00	38.00
2/03/20	DJP	206	Analyze the returned executed summons upon National Public Finance Guarantee Corporation, in anticipation of its filing.	.20	190.00	38.00
2/03/20	DJP	206	File the returned executed summons upon National Public Finance Guarantee Corporation, through the court's electronic filing system.	.20	190.00	38.00

Bill #: 371196

March 23, 2020

2/03/20	DJP	206	Analyze the returned executed summons upon Bank of New York Mellon, in anticipation of its filing.	.20	190.00	38.00
2/03/20	DJP	206	File the returned executed summons upon Bank of New York Mellon, through the court's electronic filing system.	.20	190.00	38.00
2/03/20	DJP	206	Draft email to local counsel for all parties of adversary proceeding 20-00007 attaching the Amended Interim Case Management Order for Revenue Bonds.	.40	190.00	76.00
2/04/20	DJP	206	Draft certificate of service certifying service of the Amended Interim Case Management Order for Revenue Bonds, in anticipation of its filing.	.40	190.00	76.00
2/04/20	DJP	206	File the certificate of service certifying service of the Amended Interim Case Management Order for Revenue Bonds, through the court's electronic filing system.	.20	190.00	38.00
2/17/20	GMR	209	Analyze the objection of the HTA to the DRA Parties' motion to intervene in 20-00007.	.40	185.00	74.00
2/18/20	HDB	209	Revise draft Opposition to the Motion and Memorandum of Law in Support of the DRA Parties Motion to Intervene in the Revenue Bond Adversary Proceedings with Respect to the Lien Stripping Complaint.	.60	305.00	183.00
2/18/20	HDB	209	Review Opposition of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Insurance Company, and Financial Guaranty Insurance Company to the Committee of Unsecured Creditors Motion for Intervention Under Bankruptcy Rule 7024 and Relief from Certain Briefing Limitations.	.20	305.00	61.00
2/18/20	DJP	206	Analyze the Limited Opposition of Financial Oversight and Management Board for Puerto Rico to Official Committee of Unsecured Creditors' Motion for Intervention Under Bankruptcy Rule 7024 and Relief from Certain Briefing Limitations, in anticipation of its filing.	.20	190.00	38.00
2/18/20	DJP	206	File the Limited Opposition of Financial Oversight and Management Board for Puerto Rico to Official Committee of Unsecured Creditors' Motion for Intervention Under Bankruptcy Rule 7024 and Relief from Certain Briefing Limitations, through the court's electronic filing system.	.20	190.00	38.00

Bill #: 371196

March 23, 2020

2/18/20	GMR	206	Analyze the Objection of the Puerto Rico Highways and Transportation Authority to the DRA Parties' Motion to Intervene in Puerto Rico Highways and Transportation Authority Adversary Proceeding in anticipation to its filing.	.30	185.00	55.50
2/18/20	GMR	206	File the Objection of the Puerto Rico Highways and Transportation Authority to the DRA Parties' Motion to Intervene in Puerto Rico Highways and Transportation Authority Adversary Proceeding in anticipation in AP 20-0007.	.20	185.00	37.00
2/18/20	GMR	206	Draft email to PrimeClerk requesting service of the Objection of the Puerto Rico Highways and Transportation Authority to the DRA Parties' Motion to Intervene in Puerto Rico Highways and Transportation Authority Adversary Proceeding as filed in AP 20-0007.	.20	185.00	37.00
2/28/20	HDB	209	Review motion to intervene by the Ad Hoc Group of Noteholders of FGIC Insured Notes.	.30	305.00	91.50

TOTAL PROFESSIONAL SERVICES	\$ 1,261.00
Less Discount	<u>\$ -126.10</u>
NET PROFESSIONAL SERVICES:	\$ 1,134.90

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	1.10	305.00	335.50
DANIEL J. PEREZ REFOJOS	3.80	190.00	722.00
GABRIEL MIRANDA RIVERA	1.10	185.00	203.50
Total	6.00		\$ 1,261.00

TOTAL THIS INVOICE **\$ 1,134.90**

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X
**COVER SHEET TO THIRTY-FIFTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
MARCH 1, 2020 THROUGH MARCH 31, 2020**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	March 1, 2020 through March 31, 2020
Amount of compensation sought as actual, reasonable and necessary:	\$2,097.45
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$2,097.45

This is a: X monthly ___ interim ___ final application

This is O&B's thirty-fifth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for March 2020.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On July 6th, 2020 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico
monsita.lecaroz@usdoj.gov

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite
1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaneses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18, 416 Ave. Ponce de
León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq., ajb@bennazar.org

Jenner & Block LLP
919 Third Ave
New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteegen@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Secretary of the Treasury,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period March 1 through March 31, 2020</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 305.00	2.20	\$ 671.00
Ubaldo M. Fernández	Jr. Member	Litigation	\$ 220.00	0.90	\$ 198.00
Gabriel Miranda Rivera	Associate	Litigation	\$ 185.00	0.80	\$ 148.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 190.00	4.40	\$ 836.00
Astrid E. Velez	Associate	Corporate	\$ 175.00	2.00	\$ 350.00
Laura Jiménez Davis	Paralegal	Litigation	\$ 145.00	0.30	\$ 43.50
Milagros Marcano Baez	Paralegal	Litigation	\$ 140.00	0.60	\$ 84.00
	Totals			11.20	\$ 2,330.50
	Less: 10% Courtesy discount				\$ (233.05)
SUMMARY OF LEGAL FEES					\$ 2,097.45
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period March 1 through March 31, 2020</u>					
Description - Expenses			Amounts		
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period March 1 through March 31, 2020</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	2.00	350.00
206	Documents Filed on Behalf of the Board	5.50	\$ 1,027.50
207	Non-Board Court Filings	0.20	\$ 61.00
208	Stay Matters	1.00	\$ 305.00
209	Adversary Proceeding	0.70	\$ 213.50
219	Doccketing	0.60	\$ 84.00
222	Claims and Claims Objections	0.30	\$ 91.50
224	Fee Applications - O&B	0.90	\$ 198.00
			\$ 2,330.50
	Less: 10% Courtesy Discount		\$ (233.05)
	TOTALS	11.20	\$ 2,097.45

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$1,887.71, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$1,887.71.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

April 3, 2020

FOMB IN RE HTA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

April 3, 2020
Bill #: 371334
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
March 31, 2020:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 1,338.00
Less Discount	<u>\$ -133.80</u>
Net Professional Services	\$ 1,204.20
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 1,204.20

IN ACCOUNT WITH

800 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
3/02/20	HDB	222	Review HTA's claims waterfall prepared by J. Herriman.	.30	305.00	91.50
3/04/20	UMF	224	Draft thirtieth monthly fee application for October 2019 in the Title III case of the HTA.	.40	220.00	88.00
3/04/20	UMF	224	Draft thirty-first monthly fee application for November 2019 in the Title III case of the HTA.	.50	220.00	110.00
3/04/20	AEV	202	Develop strategy to prepare draft memorandum regarding the concept of "causa" under Puerto Rico contract law.	.30	175.00	52.50
3/05/20	AEV	202	Included jurisprudence and Spanish commentator's information to memorandum regarding the "causa" in contracts.	1.70	175.00	297.50
3/06/20	MMB	219	Docket court notice received by email dated March 3, 2020, regarding order dkt. 720 setting deadline to reply - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
3/06/20	MMB	219	Docket court notice received by email dated March 3, 2020, regarding order dkt. 721 setting deadline for the DRA and the Government parties to meet and confer, file status report - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
3/06/20	MMB	219	Docket court notice received by email dated March 5, 2020, regarding order dkt. 723 setting deadline to file joint status report - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
3/12/20	GMR	206	Analyze the Fifth Interim Fee Application of Alvarez and Marsal for services rendered to HTA in anticipation to its filing.	.20	185.00	37.00

Bill #: 371334

April 3, 2020

3/12/20	GMR	206	File the Fifth Interim Fee Application of Alvarez and Marsal for services rendered to HTA in Case No. 17-3567.	.20	185.00	37.00
3/13/20	HDB	207	Review Urgent motion DRA Parties Urgent Motion Requesting Compliance with the DRA Participation Order	.20	305.00	61.00
3/17/20	HDB	208	Review the DRA Parties Opening Response to (I) Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or, in the Alternative, Adequate Protection [Dkt. No. 10102], and (II) Opposition of Financial Oversight and Management Board for Puerto Rico to Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or, in the Alternative, Adequate Protection.	.40	305.00	122.00
3/17/20	HDB	208	Coordinate to obtain and circulate translations of Acts 30-2013 and act 31-2013, in connection with DRA response brief; (.10) Draft e-mail to D. Desatnik. (.10)	.20	305.00	61.00
3/18/20	HDB	208	Review query concerning 13 LPRA Sec. 31751; (.10) Review results of research by D. Perez. (.10)	.20	305.00	61.00
3/18/20	LJD	206	As requested by attorney D. Perez, compare fund dispositions.	.30	145.00	43.50

Bill #: 371334

April 3, 2020

3/19/20	HDB	208	Revise and sign off to file the Unopposed Urgent Motion of the Financial Oversight and Management Board for Leave to Exceed Page Limits for Response to DRA Parties' Opening Response to (I) Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or, in the Alternative, Adequate Protection [Dkt. No. 10102], and (II) Opposition of Financial Oversight and Management Board for Puerto Rico to Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or in the Alternative, Adequate Protection.	.20	305.00	61.00
3/19/20	MMB	219	Docket court notice received by email dated March 10, 2020, regarding order dkt. 729 setting preliminary hearing - H. Bauer, U. Fernandez, D. Pérez.	.20	140.00	28.00
3/20/20	GMR	206	File the Urgent motion for Leave to Exceed Page Limits for the Financial Oversight and Management Board's Response to DRA Parties' Opening Response to (I) Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or, in the Alternative, Adequate Protection [Dkt. No. 10102], and (II) Opposition of Financial Oversight and Management Board for Puerto Rico to Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or, in the Alternative, Adequate Protection [Dkt. No. 10613] in the HTA case.	.20	185.00	37.00
3/25/20	DJP	206	Analyze the Joint Stipulation of the Government Parties and the DRA Parties Regarding the DRA' Parties Motion and Memorandum of Law in Support of their Motion for Relief from the Automatic Stay or, in the alternative, Ordering Payment of Adequate Protection	.30	190.00	57.00

Bill #: 371334

April 3, 2020

3/25/20	GMR	206	File the Stipulation of the Government Parties and the DRA Parties Regarding the DRA Parties' Motion and Memorandum of Law in Support of their Motion for Relief from the Automatic Stay, or in the Alternative, Ordering Payment of Adequate Protection in the HTA Case.	.20	185.00	37.00
3/26/20	MMB	219	Docket court notice received by email dated March 26, 2020, regarding order dkt. 755 setting deadline to file replies in support of HTA Lift Stay Motion, other motions, and preliminary hearing - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

TOTAL PROFESSIONAL SERVICES	\$ 1,338.00
Less Discount	<u>\$ -133.80</u>
NET PROFESSIONAL SERVICES:	\$ 1,204.20

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	1.50	305.00	457.50
UBALDO M. FERNANDEZ BARRERA	.90	220.00	198.00
DANIEL J. PEREZ REFOJOS	.30	190.00	57.00
GABRIEL MIRANDA RIVERA	.80	185.00	148.00
ASTRID E. VELEZ	2.00	175.00	350.00
MILAGROS MARCANO BAEZ	.60	140.00	84.00
LAURA JIMENEZ DAVIS	.30	145.00	43.50
Total	6.40		\$ 1,338.00

TOTAL THIS INVOICE **\$ 1,204.20**

O'NEILL & BORGES LLC

April 3, 2020

FOMB IN RE HTA TITLE III

RE: 20-00007-LTS FOMB/HTA V OFF. COMMITTEE-CGB-HDB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

800 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

April 3, 2020
Bill #: 371337
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending March 31, 2020:

Client.Matter: P1703 - 806

RE: 20-00007-LTS FOMB/HTA V OFF. COMMITTEE-CGB-HDB

Total Professional Services	\$ 992.50
Less Discount	<u>\$ -99.25</u>
Net Professional Services	\$ 893.25
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 893.25

O'NEILL & BORGES LLC

800 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1703 . 806

RE: 20-00007-LTS FOMB/HTA V OFF. COMMITTEE-CGB-HDB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
3/10/20	HDB	209	Review Order granting, in part, and denying, in part, the DRA Parties' Motion and Memorandum of Law in Support of their Motion to Intervene in HTA Revenue Bond Adversary Proceedings with Respect to the Lien Stripping Complaint; (.20) Review final scheduling Order for Revenue litigations. (.10)	.30	305.00	91.50
3/17/20	HDB	209	Review Official Committee of Unsecured Creditors' Limited Objection to Magistrate Judge's March 2, 2020 Order on Motion for Intervention Under Bankruptcy Rule 7024 and Relief from Certain Briefing Limitations.	.40	305.00	122.00
3/18/20	DJP	206	Analyze the text of 13 L.P.R.A. § 31751 contained in the Declaration of William J. Natbony in Support of Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or, in the alternative, Adequate Protection, in order to ascertain whether such citations to are proper for purposes of including references thereto in the motion for summary judgment.	.80	190.00	152.00

Bill #: 371337

April 3, 2020

3/18/20	DJP	206	Compare the version of the text of 13 L.P.R.A. § 31751 contained in the Declaration of William J. Natbony in Support of Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or, in the alternative, Adequate Protection, with the English version of 13 L.P.R.A. § 31751 found in Westlaw in order to determine which version is accurate, for purposes of including references thereto in the motion for summary judgment.	1.10	190.00	209.00
3/18/20	DJP	206	Compare the version of the text of 13 L.P.R.A. § 31751 contained in the Declaration of William J. Natbony in Support of Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or, in the alternative, Adequate Protection, with the Spanish version of 13 L.P.R.A. § 31751 found in the PR OGP website in order to determine whether the English version is accurate, for purposes of including references thereto in the motion for summary judgment.	1.00	190.00	190.00
3/18/20	DJP	206	Draft email to M. Triggs and J. Roche detailing findings of comparison of version of the text of 13 L.P.R.A. § 31751 contained in the Declaration of William J. Natbony in Support of Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or, in the alternative, Adequate Protection, with the English version found in Westlaw and the original and most up to date Spanish version found in the PR OGB website, for purposes of including references thereto in the motion for summary judgment.	.30	190.00	57.00

Bill #: 371337

April 3, 2020

3/18/20	DJP	206	Respond to email to M. Triggs inquiring on some of the findings of comparison of version of the text of 13 L.P.R.A. § 31751 contained in the Declaration of William J. Natbony in Support of Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or, in the alternative, Adequate Protection, with the English version found in Westlaw and the original and most up to date Spanish version found in the PR OGB website, for purposes of including references thereto in the motion for summary judgment.	.20	190.00	38.00
3/18/20	DJP	206	Analyze pertinent portions of the Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or, in the alternative, Adequate Protection, in order to ascertain whether the citations to 13 L.P.R.A. § 31751 are proper for purposes of including references thereto in the motion for summary judgment	.30	190.00	57.00
3/23/20	DJP	206	As requested by M. Triggs, compare Spanish versions of 13 L.P.R.A. § 31751(a)(1)(C) and 13 L.P.R.A. § 31751(a)(3)(C) with the English translations thereof, in order to clarify some inconsistencies between those provisions notwithstanding their analogous text.	.40	190.00	76.00

TOTAL PROFESSIONAL SERVICES	\$ 992.50
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Less Discount	<u>\$ -99.25</u>
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NET PROFESSIONAL SERVICES:	\$ 893.25
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SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.70	305.00	213.50
DANIEL J. PEREZ REFOJOS	4.10	190.00	779.00
Total	4.80		\$ 992.50

Bill #: 371337

April 3, 2020

TOTAL THIS INVOICE

\$ 893.25

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	Case No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i>	(Jointly Administered)
Debtors. ¹	

-----X

In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	Case No. 17 BK 3567-LTS
PUERTO RICO HIGHWAYS & TRANSPORTATION AUTHORITY,	
Debtor.	

-----X

**COVER SHEET TO THIRTY-SIXTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
APRIL 1, 2020 THROUGH APRIL 30, 2020**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	April 1, 2020 through April 30, 2020
Amount of compensation sought as actual, reasonable and necessary:	\$7,734.60
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$7,734.60

This is a: X monthly ___ interim ___ final application

This is O&B's thirty-sixth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for April 2020.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On July 6th, 2020 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico
monsita.lecaroz@usdoj.gov

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite
1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaseses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18, 416 Ave. Ponce de
León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq., ajb@bennazar.org

Jenner & Block LLP
919 Third Ave
New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteegen@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Secretary of the Treasury,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period April 1 through April 30, 2020</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
José R. Cacho	Member	Corporate	\$ 340.00	10.10	\$ 3,434.00
Hermann D. Bauer	Member	Litigation	\$ 305.00	4.10	\$ 1,250.50
Julio Pietrantoni	Member	Corporate	\$ 355.00	0.90	\$ 319.50
Ubaldo M. Fernández	Jr. Member	Litigation	\$ 220.00	1.30	\$ 286.00
José L. Notario Toll	Jr. Member	Corporate	\$ 225.00	7.80	\$ 1,755.00
Josué E. González Aldarondo	Associate	Corporate	\$ 195.00	5.50	\$ 1,072.50
Gabriel Miranda Rivera	Associate	Litigation	\$ 185.00	1.50	\$ 277.50
Daniel J. Perez Refojos	Associate	Litigation	\$ 190.00	0.90	\$ 171.00
Milagros Marcano Baez	Paralegal	Litigation	\$ 140.00	0.20	\$ 28.00
	Totals			32.30	\$ 8,594.00
	Less: 10% Courtesy discount				\$ (859.40)
SUMMARY OF LEGAL FEES					\$ 7,734.60
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period April 1 through April 30, 2020</u>					
Description - Expenses			Amounts		
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period April 1 through April 30, 2020</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	8.60	2,027.00
202	Legal Research	3.10	604.50
206	Documents Filed on Behalf of the Board	1.50	282.00
207	Non-Board Court Filings	0.20	61.00
209	Adversary Proceeding	1.70	518.50
210	Analysis and Strategy	6.70	2,026.00
214	Legal/ Regulatory Matter	8.10	2,594.50
219	Doccketing	0.20	28.00
224	Fee Applications - O&B	1.30	286.00
225	Fee Applications Proskauer	0.90	166.50
			\$ 8,594.00
	Less: 10% Courtesy Discount		\$ (859.40)
	TOTALS	32.30	\$ 7,734.60

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$6,961.14, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$6,961.14.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

May 5, 2020

FOMB IN RE HTA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

May 5, 2020
Bill #: 373072
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
April 30, 2020:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 564.50
Less Discount	<u>\$ -56.45</u>
Net Professional Services	\$ 508.05
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 508.05

IN ACCOUNT WITH

800 ZAV. MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
4/07/20	UMF	224	Draft thirty-second monthly fee application of O&B for the Title III case of the HTA corresponding to the month of December 2019.	.60	220.00	132.00
4/07/20	UMF	224	Draft thirty-third monthly fee application of O&B for the Title III case of the HTA corresponding to the month of January 2020.	.40	220.00	88.00
4/07/20	UMF	224	Draft thirty-fourth monthly fee application of O&B for the Title III case of the HTA corresponding to the month of February 2020.	.30	220.00	66.00
4/08/20	GMR	206	File the Joint Stipulation to Modify Certain Deadlines in Connection with Lift Stay and Related Motions and Revenue Bond Complaints Set Forth in the Court's March 26, 2020 Order [ECF 12540] in Case No. 17-3566.	.20	185.00	37.00
4/08/20	MMB	219	Docket court notice received by email dated April 8, 2020, regarding order dkt. 761 resetting preliminary hearing on lift of stay - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00
4/15/20	HDB	207	Revise and sign off to file Proskauer's 8th Interim Fee Application for HTA.	.20	305.00	61.00
4/15/20	GMR	225	Analyze Proskauer's Eighth Interim Fee Application for services rendered and reimbursement of expenses as representative of the Puerto Rico Highways and Transportation Authority and exhibits thereto, in anticipation to its filing.	.30	185.00	55.50

Bill #: 373072

May 5, 2020

4/15/20	GMR	225	File Proskauer's Eighth Interim Fee Application for services rendered and reimbursement of expenses as representative of the Puerto Rico Highways and Transportation Authority and exhibits thereto in Case No. 17-3567.	.30	185.00	55.50
4/15/20	GMR	225	File Proskauer's Eighth Interim Fee Application for services rendered and reimbursement of expenses as representative of the Puerto Rico Electric Power Authority and exhibits thereto, in Case No. 17-3283.	.30	185.00	55.50

TOTAL PROFESSIONAL SERVICES \$ 564.50

Less Discount \$ -56.45

NET PROFESSIONAL SERVICES: \$ 508.05

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.20	305.00	61.00
UBALDO M. FERNANDEZ BARRERA	1.30	220.00	286.00
GABRIEL MIRANDA RIVERA	1.10	185.00	203.50
MILAGROS MARCANO BAEZ	.10	140.00	14.00
Total	2.70		\$ 564.50

TOTAL THIS INVOICE \$ 508.05

O'NEILL & BORGES LLC

May 5, 2020

FOMB IN RE HTA TITLE III

RE: FISCAL PLAN

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

800 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

May 5, 2020
Bill #: 375566
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending April 30, 2020:

Client.Matter: P1703 - 2

RE: FISCAL PLAN

Total Professional Services	\$ 7,014.00
Less Discount	<u>\$ -701.40</u>
Net Professional Services	\$ 6,312.60
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 6,312.60

IN ACCOUNT WITH

800 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 2

RE: FISCAL PLAN

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
4/01/20	JRC	201	Call with H. D. Bauer, J. L. Notario, FOMB and McKinsey regarding restructuring of HTA. (.60) Commence review of HTA presentation. (.20)	.80	340.00	272.00
4/01/20	HDB	210	Tel. conf with E. Higuera, Uction, McKinsey, and J. Cacho and others in connection with the development of the revisions to HTA Fiscal Plan. (.60) Review Tyler Duvall Declaration in connection Fiscal Plan revisions (.20) Review HTA Restructuring Slide Deck (.60). Review issues regarding Law 122-2017 and potential application to HTA. (.30)	1.70	305.00	518.50
4/01/20	JLN	201	Tel. conf. with J. R. Cacho, H. D. Bauer and FOMB team to discuss reorganization of HTA. (.60) Initial research and review of statutes impacting HTA reorganization. (1.10) Discuss related issues with J. Gonzalez. (.20)	1.90	225.00	427.50
4/01/20	JEG	202	Obtain Act 122-2017, Puerto Rico New Government Act. (.10). Analyze Act 122-2017 applicability to Puerto Rico government-owned corporations reforms. (.40)	.50	195.00	97.50
4/02/20	JRC	210	Review presentation prepared by FOMB staff and McKinsey to reorganize HTA.	1.60	340.00	544.00
4/02/20	JLN	201	Review presentation forwarded by N. Catoni regarding HTA reorganization.	.80	225.00	180.00
4/03/20	JRC	214	Review FOMB staff presentation regarding HTA restructuring and underlying PR laws (HTA, Maritime Authority and PRITA). (1.50) Coordinate with J. Notario remaining legal research impacting same. (.30)	1.80	340.00	612.00

Bill #: 375566

May 5, 2020

4/03/20	JLN	201	Discuss and analyze with J. R. Cacho other materials that will need to be reviewed as part of analysis for HTA reorganization.	.30	225.00	67.50
4/03/20	JEG	202	Legal research for English Version of Act 74 of June 23, 1965, known as the Puerto Rico Highway and Transportation Authority Act. (.40). Legal research to obtain Act 1-2000, known as the Puerto Rico Maritime Transportation Authority. (.10). Legal research to obtain Act 123-2014, known as the Puerto Rico Integrated Transit Authority. (.10)	.60	195.00	117.00
4/06/20	JRC	214	Analyze of underlying transportation acts and their potential impact upon proposed reorganization of HTA.	2.40	340.00	816.00
4/06/20	JP	210	Respond to follow-up question from Proskauer's M. Firestein regarding HTA disclosures in the Official Statements and related bond counsel opinions pertaining to potential pledged revenues in favor of HTA bondholders.	.30	355.00	106.50
4/07/20	JP	210	Respond to additional Proskauer questions relating to disclosure in HTA offering documents in connection with HTA motion for summary judgment.	.60	355.00	213.00
4/09/20	JLN	201	Review statutes related to transportation services and reorganization. (1.80) Revise J. R. Cacho's initial comments to HTA reorganization plan. (.60)	2.40	225.00	540.00
4/09/20	JEG	214	Analyze Power Point presentation regarding the Financial Oversight and Management Board's vision for the Puerto Rico Highway and Transportation Authority. (.60). Review Act 8-2017, known as the Puerto Rico Government Human Resources Administration and Transformation Act to analyze its possible impact on the Highway and Transportation Authority Reform. (.50)	1.10	195.00	214.50
4/13/20	JRC	214	Review additional information on PRITA legislation submitted by J. Gonzalez (.60). Call with J. Notario to discuss HTA and PRITA issues (.20). Conference call with FOMB and E&Y to discuss updated issues of proposed reorganization of HTA (.50). Review additional information on Tren Urbano submitted by J. Gonzalez (.40)	1.70	340.00	578.00
4/13/20	HDB	210	Tel. conf. with N. Cantoni and McKinsey, J. Cacho and J. Notario concerning issues relating to HTA Fiscal Plan.	.50	305.00	152.50

Bill #: 375566

May 5, 2020

4/13/20	JLN	201	Review background documents in preparation for legal team call. (.80) Discuss and analyze various issues with J. Gonzalez regarding HTA employees and implications of AMA fusion. (.30) Discuss and analyze various issues with J. R. Cacho prior to call. (.20)	1.30	225.00	292.50
4/13/20	JLN	201	Tel. conf. with N. Catoni, J. R. Cacho and others to discuss HTA reorganization. (.50) Review, analyze and discuss issues related to Tren Urbano with J. Gonzalez. (.60)	1.10	225.00	247.50
4/13/20	JEG	210	Analyze provision of Act 123-2014, known as the Puerto Rico Integrated Transit Authority Act, regarding Maritime Transportation Authority consolidation. (.40). Discuss with J. Notario issues of Highway and Transportation Authority reform. (.30). Draft report for J. Notario and regarding impact of provisions of Act 8-2017 and Act 123-2014. (.60)	1.30	195.00	253.50
4/13/20	JEG	202	Research on development of Tren Urbano as a project of the Puerto Rico Highway and Transportation Authority in the 1990's. (.70). Review documents from legislative history of Act 123-2014, known as the Puerto Rico Integrated Transportation Authority, regarding development of Tren Urbano. (.30). Review Federal Transportation Administration report to Congress, Report on Funding Levels and Allocations of Funds for Transit Major Capital Investment, regarding development of Tren Urbano. (.40)	1.40	195.00	273.00
4/13/20	JEG	202	Draft report for J. Notario with findings of research regarding Tren Urbano's development as a project of the Highway and Transportation Authority.	.60	195.00	117.00
4/20/20	JRC	214	Search for Tren Urbano information requested by FOMB in prior government disclosure documents.	.80	340.00	272.00
4/21/20	JRC	214	Draft email to N. Catoni of FOMB regarding prior disclosures regarding Tren Urbano in CW Reports.	.30	340.00	102.00

TOTAL PROFESSIONAL SERVICES

\$ 7,014.00

Less Discount

\$ -701.40

NET PROFESSIONAL SERVICES:

\$ 6,312.60

Bill #: 375566

May 5, 2020

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
JOSE R. CACHO	9.40	340.00	3,196.00
JULIO PIETRANTONI	.90	355.00	319.50
HERMANN BAUER	2.20	305.00	671.00
JOSE L. NOTARIO TOLL	7.80	225.00	1,755.00
GONZALEZ ALDARONDO, JOSUE E.	5.50	195.00	1,072.50
Total	25.80		\$ 7,014.00

TOTAL THIS INVOICE

\$ 6,312.60

O'NEILL & BORGES LLC

May 5, 2020

FOMB IN RE HTA TITLE III

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

800 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

May 5, 2020
Bill #: 373074
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending April 30, 2020:

Client.Matter: P1703 - 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Total Professional Services	\$ 358.50
Less Discount	<u>\$ -35.85</u>
Net Professional Services	\$ 322.65
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 322.65

IN ACCOUNT WITH

800 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
4/10/20	HDB	209	Review proposed draft Joint Status Report in Adv. 17-00151.	.30	305.00	91.50
4/13/20	HDB	209	Review Y. Goor's edits to draft Status Report in Adv. 17-00151.	.20	305.00	61.00
4/20/20	HDB	209	Sign-off to file final Joint Status report in Adv. 17-00151.	.20	305.00	61.00
4/20/20	DJP	206	Analyze the Joint Status Report to be filed in compliance with court order in Adv. 17-00151.	.30	190.00	57.00
4/20/20	GMR	206	Finalize joint status report in anticipation to its filing in Adv. 17-00151.	.20	185.00	37.00
4/20/20	GMR	206	File the joint status report in Adversary Proceeding No. 17-151.	.20	185.00	37.00
4/21/20	MMB	219	Docket court notice received by email dated April 21, 2020, regarding order dkt. 301 setting deadline to file joint status report - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

TOTAL PROFESSIONAL SERVICES

\$ 358.50

Less Discount

\$ -35.85

NET PROFESSIONAL SERVICES:

\$ 322.65

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.70	305.00	213.50
DANIEL J. PEREZ REFOJOS	.30	190.00	57.00

Bill #: 373074

May 5, 2020

GABRIEL MIRANDA RIVERA	.40	185.00	74.00
MILAGROS MARCANO BAEZ	.10	140.00	14.00
Total	1.50		\$ 358.50

TOTAL THIS INVOICE

\$ 322.65

O'NEILL & BORGES LLC

May 5, 2020

FOMB IN RE HTA TITLE III

RE: 17-00159-LTS AMBAC ASSURANCE CORP. V. COMM. OF P.R. ET AL-CGB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

May 5, 2020
Bill #: 373075
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
April 30, 2020:

Client.Matter: P1703 - 803

RE: 17-00159-LTS AMBAC ASSURANCE CORP. V. COMM. OF P.R. ET AL-CGB

Total Professional Services	\$ 238.00
Less Discount	<u>\$ -23.80</u>
Net Professional Services	\$ 214.20
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 214.20

O'NEILL & BORGES LLC

800 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1703 . 803

RE: 17-00159-LTS AMBAC ASSURANCE CORP. V. COMM. OF P.R. ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
4/22/20	JRC	210	Review questions raised by Proskauer regarding obligation of CW to contribute funds to HTA as argued by Ambac.	.40	340.00	136.00
4/30/20	JRC	210	Review (.10) and respond (.20) to question from Proskauer .regarding appropriations language	.30	340.00	102.00

TOTAL PROFESSIONAL SERVICES	\$ 238.00
Less Discount	<u>\$ -23.80</u>
NET PROFESSIONAL SERVICES:	\$ 214.20

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
JOSE R. CACHO	.70	340.00	238.00
Total	.70		\$ 238.00

TOTAL THIS INVOICE	\$ 214.20
--------------------	-----------

O'NEILL & BORGES LLC

May 5, 2020

FOMB IN RE HTA TITLE III

RE: 20-00007-LTS FOMB/HTA V OFF. COMMITTEE-CGB-HDB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

May 5, 2020
Bill #: 373076
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
April 30, 2020:

Client.Matter: P1703 - 806

RE: 20-00007-LTS FOMB/HTA V OFF. COMMITTEE-CGB-HDB

Total Professional Services	\$ 419.00
Less Discount	<u>\$ -41.90</u>
Net Professional Services	\$ 377.10
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 377.10

O'NEILL & BORGES LLC

800 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1703 . 806

RE: 20-00007-LTS FOMB/HTA V OFF. COMMITTEE-CGB-HDB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
4/06/20	HDB	209	Revise draft FOMB Response to the Ad-Hoc FGIC-Insured Noteholders' Motion to Intervene in HTA Revenue Bond Adversary Proceeding with Respect to Complaint Objecting to Defendants' Claims And Seeking Related Relief . (.40) Draft e-mail to M. Rochman regarding same. (.10)	.50	305.00	152.50
4/07/20	HDB	209	Final review and sign-off to file Financial Oversight and Management Board for Puerto Rico's Response to Ad Hoc Group of Noteholders of FGIC-Insured Notes' Motion to Intervene in HTA Revenue Bond Adversary Proceeding.	.20	305.00	61.00
4/07/20	HDB	209	Edit e-mail regarding Instrumentalities claims to legislative appropriations.	.20	305.00	61.00
4/07/20	DJP	206	Analyze the Financial Oversight and Management Board for Puerto Rico's Response to Ad Hoc Group of Noteholders of FGIC-Insured Notes' Motion to Intervene in HTA Revenue Bond Adversary Proceeding, in anticipation of its filing.	.40	190.00	76.00
4/07/20	DJP	206	File the Financial Oversight and Management Board for Puerto Rico's Response to Ad Hoc Group of Noteholders of FGIC-Insured Notes' Motion to Intervene in HTA Revenue Bond Adversary Proceeding, through the court's electronic filing system.	.20	190.00	38.00
4/13/20	HDB	209	Review order denying intervention of the AD Hoc Group of Noteholders in Adv. 20-0007.	.10	305.00	30.50

TOTAL PROFESSIONAL SERVICES

\$ 419.00

Less Discount

\$ -41.90

Bill #: 373076

May 5, 2020

NET PROFESSIONAL SERVICES: \$ 377.10

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	1.00	305.00	305.00
DANIEL J. PEREZ REFOJOS	.60	190.00	114.00
Total	1.60		\$ 419.00

TOTAL THIS INVOICE \$ 377.10

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X
**COVER SHEET TO THIRTY-SEVENTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
MAY 1, 2020 THROUGH MAY 31, 2020**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	May 1, 2020 through May 31, 2020
Amount of compensation sought as actual, reasonable and necessary:	\$427.95
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$427.95

This is a: X monthly ___ interim ___ final application

This is O&B's thirty-seventh monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for May 2020.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On September 15th, 2020 sent to:

Counsel for the Oversight Board:

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Proskauer Rose LLP
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Counsel for AAFAF:

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Advisory Authority:**

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Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico
monsita.lecaroz@usdoj.gov

**Counsel for the Official Committee of Unsecured
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Paul Hastings LLP
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**Counsel for the Official Committee of Retired
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PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
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Omar E. Rodríguez-Pérez, CPA, Assistant
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Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
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Francisco Parés-Alicea, Secretary of the Treasury,
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Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period May 1 through May 31, 2020</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 305.00	0.30	\$ 91.50
Gabriel Miranda Rivera	Associate	Litigation	\$ 185.00	2.00	\$ 370.00
Milagros Marciano Baez	Paralegal	Litigation	\$ 140.00	0.10	\$ 14.00
	Totals			2.40	\$ 475.50
	Less: 10% Courtesy discount				\$ (47.55)
SUMMARY OF LEGAL FEES					\$ 427.95
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period May 1 through May 31, 2020</u>					
Description - Expenses			Amounts		
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period May 1 through May 31, 2020</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
206	Documents Filed on Behalf of the Board	2.00	370.00
208	Stay Matters	0.30	91.50
219	Docketing	0.10	14.00
			\$ 475.50
	Less: 10% Courtesy Discount		\$ (47.55)
	TOTALS	2.40	\$ 427.95

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$385.16, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$385.16.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

June 4, 2020

FOMB IN RE HTA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

800 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

June 4, 2020
Bill #: 374604
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
May 31, 2020:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 475.50
Less Discount	<u>\$ -47.55</u>
Net Professional Services	\$ 427.95
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 427.95

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
5/05/20	GMR	206	File the Opposed Urgent Motion of the Government Parties for Leave to File Sur-Replies in Case No. 17-3567.	.20	185.00	37.00
5/07/20	GMR	206	File the Reply in Support of the Government Parties' Opposed Urgent Motion for Leave to File Sur-Replies and to Adjourn the Preliminary Hearing Regarding the Revenue Bond Lift Stay Motions to June 4, 2020 in Case No. 17-3567.	.20	185.00	37.00
5/07/20	GMR	206	Exchange e-mails with PrimeClerk requesting service of the Reply in Support of the Government Parties' Opposed Urgent Motion for Leave to File Sur-Replies and to Adjourn the Preliminary Hearing Regarding the Revenue Bond Lift Stay Motions to June 4, 2020 , as filed in Case Nos. 17-3283 and 17-3567.	.20	185.00	37.00
5/13/20	GMR	206	File the Motion to Inform in Compliance with Order Granting Opposed Urgent Motion of the Government Parties for Leave to File Sur-Replies and to Adjourn the Preliminary Hearing regarding the Revenue Bond Lift Stay Motions to June 4, 2020, in Case No. 17-1567.	.20	185.00	37.00
5/15/20	MMB	219	Docket court notice received by email dated May 14, 2020, regarding order dkt. 805 setting deadlines to file responses, reply, to motions for partial summary judgment - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

Bill #: 374604

June 4, 2020

5/18/20	GMR	206	Analyze the Sur Reply to Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or, in the Alternative, Adequate Protection in anticipation to its filing.	.60	185.00	111.00
5/18/20	GMR	206	File the Sur Reply to Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or, in the Alternative, Adequate Protection in Case No. 17-3567.	.20	185.00	37.00
5/18/20	GMR	206	Draft email to the Chambers of the Hon. Laura T. Swain enclosing courtesy copy of the Sur Reply to Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or, in the Alternative, Adequate Protection, as required under the Case Management Order.	.20	185.00	37.00
5/18/20	GMR	206	Exchange emails with PrimeClerk in connection with service of the Sur Reply to Motion of Assured Guaranty Corp., Assured Guaranty Municipal Corp., Ambac Assurance Corporation, National Public Finance Guarantee Corporation, and Financial Guaranty Insurance Company for Relief from the Automatic Stay, or, in the Alternative, Adequate Protection, as filed in Case Nos. 17-3283 and 17-3567.	.20	185.00	37.00
5/20/20	HDB	208	Review stay relief notice by Jose Cristobal De Hoyos Escanio; Doris Elizabeth Reyes Gonzalez in connection with an eminent domain claim identified as Civil Case # DAC2014-2216.	.30	305.00	91.50

TOTAL PROFESSIONAL SERVICES	\$ 475.50
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Less Discount	<u>\$ -47.55</u>
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NET PROFESSIONAL SERVICES:	\$ 427.95
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Bill #: 374604

June 4, 2020

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.30	305.00	91.50
GABRIEL MIRANDA RIVERA	2.00	185.00	370.00
MILAGROS MARCANO BAEZ	.10	140.00	14.00
Total	2.40		\$ 475.50

TOTAL THIS INVOICE

\$ 427.95